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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

_____	)	
In re:	)	Chapter 11
	)	
DELPHI CORPORATION, <u>et al.</u> ,	)	Case No. 05-44481 (RDD)
	)	
Debtors.	)	(Jointly Administered)
_____	)	

**SECOND AMENDED VERIFIED STATEMENT PURSUANT TO  
BANKRUPTCY RULE 2019 OF GOODWIN PROCTER LLP**

ALLAN S. BRILLIANT verifies as follows:

1. I am an attorney and a member of the law firm of Goodwin Procter LLP (“Goodwin”). I am admitted to practice before the State Courts of the State of New York and the State of Illinois, as well as, inter alia, the United States District Courts for the Southern District of New York and the Northern District of Illinois. On behalf of Goodwin, I hereby submit this second amended verified statement (the “Second Amended Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (as amended, the “Bankruptcy Rules”), as legal counsel in these chapter 11 cases for multiple parties as set forth herein.

2. Goodwin previously filed its verified statement (the “Original Verified Statement”) pursuant to Bankruptcy Rule 2019, dated October 24, 2005. After filing the Original Verified Statement, Goodwin filed a Notice of Amendment to Annex A to Verified Statement pursuant to Bankruptcy Rule 2019 of Goodwin Procter LLP, dated October 26, 2005.

Goodwin subsequently filed its first amended verified statement (the “First Amended Statement”) pursuant to Bankruptcy Rule 2019, dated January 4, 2006.

3. Goodwin files this Second Amended Statement to disclose its engagement as legal counsel by each of the individual entities listed on Schedule A hereto or one or more of their affiliates (each, a “Client”). Goodwin has been engaged as legal counsel individually and directly by each Client solely in its individual capacity and solely in connection with each Client’s claims against the Debtors arising from the following notes (collectively, the “Senior Notes”) issued pursuant to that certain indenture for the debt securities between Delphi Corporation and the First National Bank of Chicago, as indenture trustee, dated as of April 28, 1999: (a) 6.55% Notes due 2006; (b) 6.5% Notes due 2009; (c) 6.5% Notes due 2013; and (d) 7.125% Notes due 2029.

4. As of the date hereof, Goodwin, the entity that is filing this Second Amended Statement, is not aware of any claim it holds against the Debtors.<sup>1</sup>

5. Goodwin has been engaged by each Client solely as legal counsel and not as attorney-in-fact, and Goodwin’s engagement as legal counsel is limited to each such Client’s individual interests in the Senior Notes. Neither Goodwin nor any of its Clients represents any other holder of Senior Notes or holder of other claims against or interests in the Debtors, nor have its Clients formed a committee to represent the interests of any party. Accordingly, Goodwin submits that it is not required to make the disclosures herein and files this Second Amended Statement solely out of an abundance of caution and to aid the Court and parties in interest. In addition, while not required by Bankruptcy Rule 2019, Goodwin voluntarily discloses that it has been advised by the Clients that, as of on or about September 17, 2007, the

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<sup>1</sup> Goodwin may at some future time seek to have its fees and disbursements in connection with its representation of the parties set forth herein paid by the Debtors’ estates pursuant to any applicable agreement or the Bankruptcy Code.

Clients in the aggregate own, hold, or beneficially own or hold Senior Notes in the outstanding principal amount of not less than \$498 million. It is Goodwin's understanding that such claims were acquired by its Clients at various points in time. In addition to the Senior Notes, certain of Goodwin's Clients may hold other securities of, or claims against, one or more of the Debtors, which are not the subject of Goodwin's engagement.

6. Each Client individually engaged Goodwin beginning as of September 17, 2007 to serve as its legal counsel with regard to its common interest in (a) pursuing its claims arising under the Notes and (b) sharing legal fees and costs with respect to the foregoing.

7. As disclosed in the Original Verified Statement and the First Amended Verified Statement, Goodwin had in the past been engaged as legal counsel in connection with these chapter 11 cases by certain other individual parties, individually and not as part of any group, each in matters unrelated to Goodwin's other engagements in these chapter 11 cases. Each of these other engagements has previously terminated.

8. Goodwin reserves the right to modify, revise and supplement this Second Amended Statement to reflect any changes hereto.

9. The undersigned verifies under penalty of perjury that this Second Amended Statement is true and correct to the best of his knowledge and belief.

Dated: New York, New York  
October 16, 2007

GOODWIN PROCTER LLP

By: /s/ Allan S. Brilliant  
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Schedule A

Caspian Capital Advisors, LLC 500 Mamaroneck Avenue Suite 101 Harrison, NY 10528
Castlerigg Master Investments Ltd. 40 West 57 <sup>th</sup> Street, 26 <sup>th</sup> Floor New York, NY 10019
CR Intrinsic Investors, LLC 72 Cummings Point Road Stamford, CT 06902
Davidson Kempner Capital Management LLC 65 E. 55 <sup>th</sup> Street New York, NY 10022
Elliott Associates, L.P. 712 Fifth Avenue New York, NY 10019
Gradient Partners, L.P. 10 New King Street White Plains, NY 10604
Linden Advisors, LP 590 Madison Avenue 15 <sup>th</sup> Floor New York, NY 10022
Sailfish Capital Partners, LLC 225 High Ridge Road Stamford, CT 06905
Seneca Capital Advisors LLC Seneca Capital Investments LP 590 Madison Avenue New York, NY 10022
SPCP Group, LLC Two Greenwich Plaza, 1st Floor Greenwich, CT 06830
Whitebox Advisors, LLC 3033 Excelsior Blvd., Suite 300 Minneapolis, MN 55416